

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

0100982075

April 4, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for filing with the Interstate Commerce Commission is a Bill of Sale dated 4/3/95 between the following parties:

Vendor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Vendee: Dakota, Minnesota & Eastern Railroad
Corporation
337 22nd Avenue South
P. O. Box 178
Brookings, SD 57006

The equipment included in the Bill of Sale is as follows:

Equipment: 9, EMD SD40-2 3000 HP Locomotives
DME 6359-6364; 6384; 6386; 6387

Please file this agreement as a primary document. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

LICENSING DIVISION

APR 4 10 59 PM '95

19340

COMMUNICATIONS SECTION

APR 4 1995

OFFICE OF THE
SECRETARY
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C. 20423

Country Auto - May 2000



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/4/95


Office Of The Secretary

Mary Ann Oster,
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of
the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/95 at 11:00AM, and
assigned recordation number(s). 16028-A, 16168-SSS, 16797-H, 19340 and
19341.

Sincerely yours,

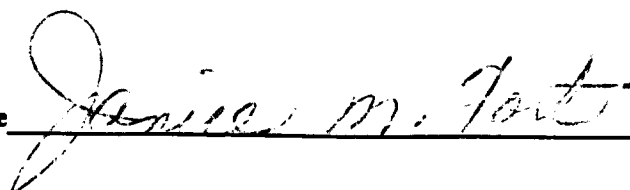

Vernon A. Williams
Secretary

Enclosure(s)

(0100582025)
(

\$05.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19340

BILL OF SALE

HELM FINANCIAL CORPORATION (the "Seller"), for the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers and assigns to DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION (the "Buyer") all its rights, title and interest in and to the locomotives, as more particularly described on Attachment A hereto (the "Units"), "AS IS", "WHERE IS" and without any warranty by Seller, express or implied, as to the condition, merchantability, fitness for a particular purpose or any other matter whatsoever relating to the Units.

Seller hereby warrants to Buyer that it has good title to the Units, free and clear of all claims, liens and encumbrances arising by or through Seller and that it has the right to sell same.

HELM FINANCIAL CORPORATION

By: Title: PresidentDate: April 3, 1995

Jacquiline M. Bradford, Notary Public
Montgomery County
State of Maryland
My Commission Expires Nov. 25, 1996



ATTACHMENT A

To the Bill of Sale dated April 3, 1995

Description of Equipment:

Nine (9), EMD Model, SD40-2, 3000 horsepower, diesel electric, six axle locomotives.

Unit Numbers:

DME 6359
DME 6360
DME 6361
DME 6362
DME 6363
DME 6364
DME 6384
DME 6386
DME 6387

STATE OF CALIFORNIA

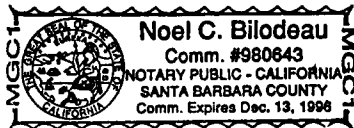
COUNTY OF SAN FRANCISCO

On April 3, 1995, before me, Noel C. Bilodeau, personally appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY


OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

CERTIFICATION OF TRUE COPY

On April 3, 1995, I Mary Ann Oster examined the original copy of the Bill of Sale dated as of April 3, 1995 between Helm Financial Corporation and Dakota, Minnesota & Eastern Railroad Corporation, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

_____

Mary Ann Oster
Oster Researching Services

Jacquiline M. Bradford, Notary Public
Montgomery County
State of Maryland
My Commission Expires Nov. 25, 1996

